

CONTRACT

May 15, 2006

Prepared for:

Dubois County, Indiana

To Provide:

GIS Data Layer Services and Software



WHERE TECHNOLOGY HAPPENS

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OVERVIEW

Dubois County, Indiana (the "Client") requires certain GIS and/or mapping products and/or services as related to Land Information and Infrastructure. WTH Technology, Inc. (the "Company") is a provider of such products and services. This contract defines the scope of products and services to be offered by the Company and the compensation to be paid by the Client.

DESCRIPTION OF PRODUCTS AND SERVICES

The Company will provide all services outlined herein and as described in the Response to the Client's request for qualifications and supplemental information.

Project Services: Geographic Information System Development

The Company will adhere to the project structure outlined in the RFQ in the development of the Dubois County GIS system. The following is a description of our approach to each of the key elements outlined in the RFQ document.

Data Standards/Metadata Strategies

All GIS data created or modified by the Company for delivery to the Client shall include Metadata that is in accordance with the Federal Geographic Data Committee approved Content Standard for Digital Geospatial Metadata (FGDC-STD-001-1998), and be in compliance with FGDC Endorsed Standards for geospatial information. Metadata format will be approved by Dubois County elected officials during the planning stage of this agreement.

Company employees are members of the Indiana Geographic Information Council Standard Committee and the Data Sharing Committee. This close relationship ensures the Client will be in compliance with those standards as set forth in IGIC documents.

Project Team

The project team will be made up from the Company's experienced GIS staff. This group of individuals has a proven track record of successful implementation of GIS systems and will serve the Client with professionalism and accuracy.

Project Leader:	Tony Gray
Project Manager/Data Liaison:	Todd Shafer
Production Manager:	Trevor Bergum
Cartographer:	Dylan Roahrig
Production Staff:	Jennifer Ward Michael Wolfgang Jason Lane

Service Manager:

Eric Lowry

Quality Control Procedures

During the creation of each feature on a layer, specific quality control procedures are built into each step of the process. For example, when a parcel layer is created, the parcels for a specific township are created by a single employee to maintain consistency. The dataset is then broken down into the individual plat maps to be digitized. Each of the parcel areas are created one at a time using a specific parcel software tool. This tool will ensure that a closed polygon area is created. Attributes, such as township and section that are repetitive based on a specific plat sheet will be maintained in the software until manually changed. This will ensure that keypunch errors are kept to a minimum. The individual parcel number is the only field that is manually keypunched. Since there is minimal keypunching involved, the quality control is kept consistent.

If a parcel number or some other information is missing from the plat page that will not allow the parcel area to be created, a screen shot of the discrepancy is created and will be forwarded onto the County designated contact for resolution. The Company will not manufacture or create parcel information. The involvement of County staff in this data verification process is used to help train the staff in the process of problem solving and leads to a perfected set of data on parcels.

After all of the parcels are created in the GIS system, they are matched to the Client's parcel taxation database through computer database matching techniques to ensure that a match is made. In most cases this is the first time that the historical paper source parcel information is matched electronically to the taxation database. This reconciliation of paper records and digital data is similar to the process of check book reconciliation. Typically, a high percentage of matches are found. The Company will provide a list of records that did not find a match when first reviewed for possible keypunch errors during GIS data conversion process. After editing any data input errors the list is then used to problem solve the discrepancies between the GIS created parcels data and the taxation database. Again, this is a point of training in the use of and integration of GIS and the taxation software.

Visually, the parcel data is verified one section at a time. Lines will be adjusted to align with photo identifiable locations in the aerial photo such as roads, fences or other items that may help in determining the location of the parcel. The data is also checked visually and spatially using the attribute data that has been keypunched or imported from the tax database. For example, the data is queried using the tax number. If a parcel falls outside the taxing district, there may be a problem with the parcel number. If a keypunch error is found, the record is corrected and the check is performed again. This process is run on as many of the global searches as possible. In all, there are about five or six searches that are run on the data before it is ready to be put into use by the County.

All layers of GIS information are critical to the function of county government. The Company has built in quality control features into the layer development process to make sure the data meet high integrity and accuracy standards. No matter what layer is created, data integrity is very important during and after the GIS development process. Upon delivery of the County's GIS system WTH will continue to serve the county in the resolution of any data integrity issue that may arise.

Digital Ortho-photography Review and Quality Verification

The Company will actively review each aerial photo tile supplied by the Client's ortho-photography contractor to ensure that the photo tiles are edge matched properly and that all seams are correct. This task will be completed as the roads and water features are digitized using the new aerial photography as the map basis. These features are created at a scale of approximately 1"=100' to ensure proper accuracy and visibility during layer development. This process of viewing the photos at this scale will allow the individuals developing the roads and water features to look for defects at the maximum zoom GIS user scale.

During the road and water creation, if a photo is found to have a bad edge match or seam, a screen shot will be captured of the questionable area and forwarded onto the County and aerial photography vendor for review. The screen image will be captured and named with the photo tile and a brief description of the error. This process will be used for the entire county until each photo has been reviewed and all found to be correct and accurate.

In addition, if the Client desires, the Company can go on-site to verify the geographic accuracy of the photography by using random photo identifiable points within the Client's County and collect survey grade GPS positions to be verified on the photography. The survey data will be collected using survey grade Topcon HI-Per GD equipment using trained and qualified staff. This system will collect sub centimeter accuracy survey points to be used in the quality control evaluation. These points will then be superimposed on the Client's ortho-photography to determine if the aerial photography meets the accuracy standards as promised in the ortho-photography specifications.

The Company has performed ortho-photography quality control in over 30 Indiana Counties over the past two years. This process requires an educated eye to verify the many items that may occur in the processing of ortho-rectified photography. The Company's GIS production staff has performed this task on many occasions and is well qualified to undertake this process on behalf of the Client.

Scanning Services

The Company will utilize only one subcontractor to accomplish the goals of this project. The company will team with Image Technology Corporation (ITC) to provide the on-site plat scanning. This key team member has been used as a solution for parcel conversion jobs for 18 of the 22 County parcel jobs that the Company has produced. Each of these situations has been handled with professionalism and limited disruption to the county offices that are providing source documents being scanned.

ITC is a full-service document imaging and technology solutions provider serving top business and corporation entities across the United States. ITC provides cost effective document imaging and indexing, system conversions and Web hosting services. ITC's center of excellence, the National Technology and Processing Center, anchors production services in Indianapolis, Indiana and scans, processes, converts and hosts more than a billion electronic records and documents each year.

Geographic Software Platform

The Client will determine the geographic software platform to be used in the implementation of the GIS system. The system chosen will have some effect on the overall cost of the implementation due to the differing cost structure involved with procurement and training in each case that will be studied. Functionality and cost will be studied.

The software platform chosen may also have some effect on the underlying computer infrastructure that will need to be implemented by the Client in this project. All specific issues of software and computer infrastructure will be illuminated and recommended to the elected officials, who will make the final decision on implementation.

Layer Development: Base Map Conversion

The Company will develop GIS layers by performing digital conversion of the following data sets:

- Water features
- Roads, highways and railroads
- Sections
- Political Boundaries
- Voter Boundaries
- County addresses

Each layer will be placed on the map in alignment with the County's aerial photography.

Layer Development: Land Information Services

Property Lines and Parcel Conversion

The Company will create a County-wide GIS-based parcel map by digitizing the Client's existing plat maps, including any blowup pages and subdivision maps, and tile them together into one continuous map. The Company will fit and adjust the digitized plat into its visual location on the finished map using a process that resizes the plat using visual control points on the aerial photography. The Company will correct the location of each plat page to make it line up with the digital aerial photography and the other plat pages. The parcels map will use the Client's existing GIS base map as the foundation for this project.

- The finished map will show all township and range lines, section lines, platted subdivision boundaries, subdivision lot lines, parcel lines, parcel dimensions, and land hooks.
- The current parcel number to be used will come from the Area Plan office. Parcel listing sheet data will be attached to the parcel as well.
- For each parcel, the fields for the State of Indiana 18 digit parcel number will be created during the process of parcel conversion and be available for import into the Manatron taxation system of the Client.
- Upon completion of the project the Client will be presented a master database that will identify old and new parcel numbers for the Client to use in resolving any issues that may arise from the parcel number conversion process.

Soil Classifications

Digital soils data is available through the USDA/NRCS website. The Company will download the file and add it to the map as a layer to be used with the other data layers that will be created.

Land Use

This service includes the creation of a data layer which identifies the specific land types in the County using the new state-flown aerial photography. The Company will discuss the various land use types that will be created for this layer development.

Tax Records Interface

The Company will create a match between the parcel data in the mapping system and the tax data in the Manatron taxation system. A 100% match cannot be guaranteed for many reasons (i.e. missing data in taxation system and plat maps, misspellings, etc.). A copy of the taxation database must be obtained once the parcel conversion begins to ensure the highest quality of data accuracy. The Company will assist the Client until all discrepancies are resolved and the systems are in acceptable synchronization.

In order to ensure the highest possible level of data accuracy, a Reconciliation Report will be created once the database is received and the parcel data is reviewed. A preliminary comparison of a sample area of the Client's Plat Data against the Tax Data will be performed. This Reconciliation Report will contain a list of matches that were attempted and the result. A meeting will be scheduled to discuss the results of this report with the Client. The result of this meeting should be one of the following:

1. The client determines that more data should be captured during creation of the parcel layer.
2. The client determines that they will be responsible for rectifying the data in the Tax Database prior to completion of the Data Interface.
3. The client determines they would require the Company to assist in the rectification of the data in the Tax Database prior to completion of the Data Interface.
4. Items 1 and 3 could possibly require additional work on the part of the Company and therefore alter the terms of this contract.

In addition to the fields identifying each parcel number, additional fields can be added to the parcel layer to include more detailed property information such as owner name, acreage, property description, etc. This same information is currently stored and maintained by the Client in a separate tax records and/or assessment software program provided by another vendor. Therefore, in order to eliminate the need for redundant data maintenance, the Company will provide the Client with an interface between the mapping software and the tax and assessment records database. This interface can be ran as either a nightly batch process that updates every parcel on the map with the latest property information or as a real time interface that retrieves the latest property information on a case by case basis each time the user clicks on a parcel on the map. In either case, the result will be an enhanced way of graphically viewing and querying the property information while the Client continues to use their existing software to maintain these records. This interface will require that the Client's tax or assessment software vendor make this data

available to the Company. Some tax/assessment software vendors may have additional charges for their end of this interface.

Recorder's Interface

This interface will allow the Recorder's Office to display deed information by clicking on a parcel. The link between the map and the Recorders program will be with the book, page number or a unique number to identify a specific parcel. This information will be captured during the parcel data conversion efforts.

Layer Development: Highway Data Conversion

County Bridges

Using the Client's current Bridge Inspection Data, the Company will develop a GIS layer by locating each County bridge and placing it on the map in alignment with the state-flown aerial photography. Each bridge point will be linked to the inspection data sheets within the BRIMS program

BRIMS (Bridge Information Management System) interface: This interface will allow the Client to retrieve the latest inspection data available for each bridge within the layer. Information such as photographs and deck sketches can also be stored and retrieved quickly and easily. .

Road Inventory

The Company will develop a digital road inventory layer from the Client sources provided. If road data does not exist, the Company will create a road segmentation layer based on the paper maps that are available

Culvert Inventory

The Company will develop a digital culvert inventory layer by converting the Client's culvert information. Photographs and other information can be linked to the features. The Client will need to provide digital data of the existing culvert inventory to be converted into a layer.

Sign Inventory

The Company will develop a layer by locating each of the Client's inventoried signs on the map in alignment with the state-flown aerial photography. The Client will need to provide digital data of the existing sign inventory to be converted into a layer.

Layer Development: Other

Select Municipal Utility Data

The Company will import the existing digital utility data received from the cities of Huntingburg, Ferdinand and Jasper (and St. Anthony, Dubois, Ireland, Holland, and Birds Eye, if available) in to the map. No manipulation to this data will be performed on this data and the data will be presented as-is in specific layers in the Client's GIS system.

*and other
utilities*

On-Site Installation and Training

When the project is completed, the Company will install the software and all data files onto each department's existing computers and setup each workstation with a strategy of sharing data with the other departments. The Company will provide on-site training and assistance to instruct the Client on use of the software for their specific applications. In addition to Onsite services, the Company will provide the Client with a PC Anywhere license. This will allow the Company to train the Client and troubleshoot remotely at anytime.

GIS System Deployment and Staff Training

Implementation Phase

During the initial implementation phase of the project the Company will assign an implementation team lead by the Project Manager to work hand-in-hand with the Client's staff in the installation, training, and coaching during the start-up of the system.

Training will be accomplished using a three tiered training approach:

Designated GIS users from existing county staff will be involved in the data development process as subject-matter-experts. This involvement will start the knowledge building process prior to installation. Questions asked by the Company and resolved with county staff in the map building process will start the learning cycle.

The Company will host training sessions at a location either within the Jasper community, or nearby. This training will be comprised of the basic operations of the GIS software platform that has been chosen for implementation. In the case of Think GIS™, the Company will provide trainers from our existing staff who have a proven record of training in the use of the software. Typically, this training session is scheduled for approximately 6 hours total and accomplished in groups as available from the county staff. Should the county choose one of the other commercially available GIS platforms; the Company will facilitate the scheduling of training in accordance with the typical training cycles for that specific software.

The Company will provide on-site coaching training for specific users of the software platform. This training will be designed around, and individualized for the day-to-day activities of each GIS user. This training will continue on an as needed basis until the County feels full competence has been achieved.

Customer Service and Consulting

The Company's Customer Service includes the following aspects of support and is addressed more in-depth in the next section of this document:

- Unlimited Onsite Support (Technical and Client Coaching/Training)
- Unlimited Toll-Free Phone Support (Technical and Client Coaching/Training)
- Think GIS™ Software Upgrades
- Inter-County and Intra-County Data Sharing
- Continuous GIS and Technical Consulting Services

The Company believes in a total service philosophy, in this respect customer service encompasses five main areas: on-site support, toll-free phone support, Think GIS™ software upgrades, inter-

county and intra-county data sharing and GIS/Technical consulting services. The Company's Internal and External Service personnel are there to provide the County with service and support at all times, from simple inquiries that can be resolved via phone to the more complex problems where an onsite visit may be necessary. The areas of the Company's customer service philosophy are addressed in-depth in this section of this document.

The Company has included the first two (2) years of Customer Service and Consulting at no-charge to the County should the Client adopt the ThinkGIS™ software platform. After this initial two (2) year period, the County will incur a nominal annual maintenance and support fee for Customer Service and Consulting. Beginning in January 2008, the annual Customer Service and Consulting fee will be \$8,500.00. If the County wishes to cancel these services at that time, all Think GIS™ software will remain the property of the County with no further software up-grades and support being offered or given.

Should the Client chose a GIS software platform other than ThinkGIS™ to address specific departmental desires or needs, the costs to purchase, perform initial training, and maintenance of ongoing software support will be the financial responsibility of the Client. WTH will perform a facilitating and consulting role in the implementation of outside GIS software platforms and its usage within the Client's GIS system.

Unlimited Onsite Support and Training

The Company will provide unlimited onsite support to the County for WTH products and services. The Company does not place restriction on the number of visits to the County. When a client's issue cannot be resolved remotely, or when a personal visit will serve to enhance the client's experience with the Company and its products, External Client Service personnel stand ready to come onsite and provide the Client one-on-one support.

Installation and Quality Control

External Client Service personnel are involved in the Client's project at its onset. Developing and participating in an installation and support plan for Think GIS™ and any other Company product and service are one of the primary functions:

- Participate in Quality Control of GIS projects
- Plan initial delivery, installation, configuration and training in coordination with production staff and the Client

Client/Company Liaison

The Company's Internal and External Client Service personnel will provide liaison between the Client and the Company:

- Be committed to the success of the Client's GIS project
- Provide a direct link to the Company and act as an advocate for Client needs
- Facilitate Client interaction with any component of the Company, from sales to production to billing and anywhere in between

Onsite Client Service and Training

External Client Service personnel provide these services for all clients:

- Perform onsite initial product installation and configuration

- Perform onsite re-installation and configuration as required due to hardware replacement or problems
- Perform onsite GIS consulting services
- Perform onsite enhanced product coaching services (i.e. assist with layer development)
- Perform basic computer and network technical service on a limited basis
- Provide onsite advanced editing training
- Provide additional on-site training if requested
- Provide training supplement for product upgrades that carry new functionality
- Distribute training, editing and basic use documentation at all training sessions
- Provide upgrades to Think GIS™ and Synchronization
- Schedule on-site product upgrades as needed

Unlimited Toll Free Customer Support

The Company will provide phone support to the County on an unlimited basis via toll-free number for the ThinkGIS™ software platform. The Company does not place restriction on the amount of support the County can request via phone. Often, inquiries received in our office have prompted product innovations and upgrades to enhance our ability to deliver the most people-friendly GIS software solution yet available.

Client Toll-Free Phone Support

Internal Client Service managers are required by definition to be available or to ensure that the appropriate staff is available to field client questions about Think GIS™ and any other Company product and service:

- Field all client phone calls in a timely manner
- Answer questions via phone to the satisfaction of the Client when possible
- Field questions that require additional research in a timely manner
- Schedule onsite visits with the client when required in a timely manner

Client Coaching and Training

Internal Client Service managers are to provide Client training support and coaching as required by the Client. The Company's personnel is required to provide post-training support via phone to follow-up with any client inquiries

In addition, Internal Client Service managers are responsible for maintaining research and develop technology that enhances the customer support experience:

- Use all existing technology employed by the Company in customer support issues
- Research new software to improve the client service experience
- Develop innovations internally to improve the client service experience

Software Upgrades

The Company believes in continuous improvement of its products. This philosophy takes into consideration that we value feedback from our clients and field service personnel regarding enhancements to the functionality and usability of these products. Therefore, the Company continually upgrades and makes improvements to the Think GIS™ GIS product. Any enhancements made to the Think GIS™ system during the term of the Customer Service Agreement will be automatically uploaded (via the synchronization process) to the County's

computer(s) as they become available. To facilitate the upgrade process and to ensure that our clients are using the most up-to-date product available, the Company does not issue an additional charge for the upgrades beyond the fees related to the Customer Service Agreement

Should the Client chose a GIS software platform other than ThinkGIS™ the cost will be as needed to maintain software support from the specific software vendor.

Inter and Intra County Data Sharing

This service will enable the County the share data both intra-county (between various County departments and agencies, i.e., Assessor, Highway and Emergency Management Agency) and inter-county (with the County's approval, between surrounding counties, state agencies and private companies). The Company will provide this service to the County through the UDX™ Network. UDX™ is a data-format independent methodology for sharing and updating GIS data intra-county (inter-departmentally) or inter-county. Delivered via UDX™ software, the County will be provided a subscription to the UDX™.

The UDX™ Network makes it possible for departments not connected to a central network (i.e. remote users) to share data with other departments and receive UDX™ Network program updates on a regular basis. Remote users who have Internet access on their computer will be able to automatically connect to the Company's server and send or receive map updates. With this in place, any user responsible for maintaining one or more layers can upload their changes to a remote server and all other users will be able to download these layers so that they are up-to-date on a regular basis. This option does not require the County to have a network, simply an Internet connection. The Company will work with the staff to achieve a desirable method of updating information.

In addition, the UDX™ Network allows the County to share data with its neighboring counties should the County elect to do so. Likewise, the county may receive data from other surrounding counties. UDX™ Network allows the County to share data across county boundaries and across software platforms. Not only can the County import and view data from other UDX™ Network users, but from Arc and AutoCAD users as well. The UDX™ software completes the data conversion between software platforms automatically. No user interaction is required.

Continuous GIS and Technical Consulting Services

The Company will assist the Client in any technical decision that needs to be made regarding digital data interfacing with the GIS system. The Company's wide range of experience will aid the Client in making efficient decisions for the Client and the GIS product.

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DELIVERY AND INVOICING SCHEDULE

The following invoicing schedule is representative of the project implementation plan that is described above. The pricing is all inclusive and is fixed with the exception of the software platform. Should the client chose a GIS software platform other than ThinkGIS, the Client will incur additional cost on a cost-plus basis.

	Delivery Date from Contract Signing	Description	Invoice Date from Contract Signing	Amount
Delivery	30 Days	Consultation / Assistance Meetings		Included Amount
Delivery	210 Days	(15) Think GIS™ License(s)	30 Days ⁽¹⁾	\$ 13,750.00
		Alternative GIS Software Platform		Client Responsibility
Delivery	210 Days	LD: Base Map	30 Days ⁽¹⁾	\$ 38,000.00
Delivery	210 Days	LD: Land Information	30 Days ⁽¹⁾	\$ 334,500.00
Delivery	210 Days	LD: Infrastructure	30 Days ⁽¹⁾	\$ 39,450.00
Delivery	210 Days	Think GIS™ Software Platform Staff Training		Included Amount
Delivery	210 Days	Alternative GIS Software Platform Staff Training		Client Responsibility
Total GIS Cost			TOTAL	\$ 425,700.00
Year 3 Annual Customer Service and Consulting		Annually starting after the 2 nd full year of operation. ⁽²⁾		\$8,500.00

- (1) The Company will invoice the customer on a monthly basis (unless otherwise indicated via payment schedule) based on the number months until the project is completed. The dates to the final completion date will begin after the signing of this contract and the delivery of all source materials by the Client. The delivery and invoice dates will be reviewed once the contract is signed and may be adjusted if needed. It is estimated that this project will take approximately seven (7) months to complete this project.
- (2) Year 1 and Year 2 Annual Customer Service and Consulting for the Client is included in the total GIS cost. Year 3 Annual Customer Service and Consulting will be billed at the amount shown above on the third anniversary of this contract and there after annually.

LIMITATION OF LIABILITY

In no event shall either party be liable to the other for any indirect, special, or consequential damages or lost profits arising out of or related to this Agreement or the performance thereof.

The Company takes no responsibility for the accuracy of source data provided by the Client or for any errors resulting from any inaccuracies. It is the responsibility of the Client to review the data for accuracy.

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SIGNATURE PAGE

IN WITNESS WHEREOF, the parties have executed this Agreement as of this 15th day of May 2006.

Company:
WTH Technology, Inc.

Client:
Dubois County, Indiana

Signature: *Rex Jones*
Name: Rex Jones
Title: President
Date: 5-15-06

Signature: *John G. Burger*
Name: JOHN G. BURGER
Title: County Commissioner
Date: 05-15-06

Signature: *Randall C. Flack*
Name: Randall C. Flack
Title: County Commissioner
Date: 05-15-06

Signature: *Martha A. Wehr*
Name: Martha A. Wehr
Title: Auditor, Dubois County
Date: 5-15-06

Signature: *Lawrence M. Vollmer*
Name: Lawrence M. Vollmer
Title: County Comm.
Date: 5/15/06



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